

This English version has been prepared for the convenience of English-speaking readers.
It is a translation of the original French *Avis de réunion* published for the Company's General Meeting.
It is intended for general information only and in case of discrepancies the French original shall prevail.

LAGARDERE SA

French joint-stock company (société anonyme)
with share capital of €860,913,044.60

Registered office: 4, rue de Presbourg, 75116 Paris, France
Registered with the Paris Trade and Companies Registry under number 320 366 446

Notice of Meeting

The shareholders of Lagardère SA (the "Company") are hereby informed that they will in due course receive an invitation to attend the **Company's Annual Ordinary and Extraordinary General Meeting** (the "General Meeting"), which will take place at **10:00 am on Tuesday, 18 April 2023** at the **Casino de Paris**, 16 rue de Clichy, 75009 Paris, France to consider and vote upon the following agenda items and proposed resolutions:

Agenda

1. Approval of the Company's financial statements for the year ended 31 December 2022.
2. Approval of the consolidated financial statements for the year ended 31 December 2022.
3. Allocation of the Company's profit and dividend payment.
4. Approval of a related-party agreement referred to in article L. 225-38 of the French Commercial Code.
5. Appointment of Deloitte & Associés as Statutory Auditors for a six- fiscal years term.
6. Approval of the information disclosed pursuant to article L. 22-10-9 of the French Commercial Code concerning the remuneration of corporate officers.
7. Approval of the components of remuneration and benefits paid during or allocated in respect of 2022 to Arnaud Lagardère, Chairman and Chief Executive Officer
8. Approval of the components of remuneration and benefits paid during or allocated in respect of 2022 to Pierre Leroy, Deputy Chief Executive Officer
9. Approval of the 2023 remuneration policy for the Chairman and Chief Executive Officer.
10. Approval of the 2023 remuneration policy for the Deputy Chief Executive Officer.
11. Approval of the 2023 remuneration policy for the members of the Board of Directors.
12. Eighteen-month authorisation for the Board of Directors to trade in the Company's shares.
13. Twenty-six-month authorisation for the Board of Directors to issue debt securities giving immediate or future access to the share capital of the Company's subsidiaries and/or any other entity, with a €1.5 billion ceiling on the debt securities issued.
14. Twenty-six-month authorisation for the Board of Directors to issue – with preemptive subscription rights – ordinary shares of the Company and/or securities giving immediate or future access to the Company's share capital and/or carrying immediate or future rights to the allocation of debt securities, subject to ceilings of €280 million for increases in share capital and €1.5 billion for debt securities issued.
15. Twenty-six-month authorisation for the Board of Directors to issue by way of a public offer – without preemptive subscription rights, but with a priority right for at least five trading days – ordinary shares of the Company and/or securities giving immediate or future access to the Company's share capital and/or carrying immediate or future rights to the allocation of debt securities, subject to ceilings of €160 million for increases in share capital and €1.5 billion for debt securities issued.
16. Twenty-six-month authorisation for the Board of Directors to issue by way of a public offer – without preemptive subscription rights and without a priority right – ordinary shares of the Company and/or securities giving immediate or future access to the Company's share capital

and/or carrying immediate or future rights to the allocation of debt securities, subject to ceilings of €85 million for increases in share capital and €1.5 billion for debt securities issued.

17. Twenty-six-month authorisation for the Board of Directors to issue by way of a private placement as referred to in section 1 of article L. 411-2 of the French Monetary and Financial Code (*Code monétaire et financier*) – without preemptive subscription rights – ordinary shares of the Company and/or securities giving immediate or future access to the Company's share capital and/or carrying immediate or future rights to the allocation of debt securities, subject to ceilings of €85 million for increases in share capital and €1.5 billion for debt securities issued.
18. Authorisation for the Board of Directors to issue additional securities in the event that an issue is oversubscribed, subject to the applicable ceilings.
19. Twenty-six-month authorisation for the Board of Directors to issue – without preemptive subscription rights – ordinary shares of the Company and/or securities giving immediate or future access to the Company's share capital and/or carrying immediate or future rights to the allocation of debt securities, as consideration for securities tendered as part of a public exchange offer or a contribution in kind, subject to ceilings of €85 million for increases in share capital and €1.5 billion for debt securities issued.
20. Overall ceilings of €85 million, €320 million and €1.5 billion on the total amounts of capital increases and issues of debt securities resulting from the authorisations in the preceding resolutions.
21. Twenty-six-month authorisation for the Board of Directors to increase the Company's share capital by capitalising reserves, profits or share premiums and issuing new shares and/or increasing the par value of existing shares, subject to a ceiling of €320 million.
22. Twenty-six-month authorisation for the Board of Directors to issue – without preemptive subscription rights – ordinary shares of the Company and/or securities giving access to the Company's share capital, to employees under corporate savings schemes, provided that such issues do not represent more than 0.5% of the Company's outstanding share capital in any given year.
23. Powers for formalities.

Proposed resolutions presented by the Board of Directors

First resolution (*Approval of the Company's financial statements for the year ended 31 December 2022*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the management report of the Board of Directors and the Statutory Auditors' report on the Company's financial statements for the year ended 31 December 2022, the shareholders **approve** those financial statements as set out and presented to them, showing a profit of €1,004,833.32, as well as the transactions reflected in those financial statements and summarised in those reports.

In accordance with article 223 *quater* of the French Tax Code (*Code général des impôts*), the shareholders also **approve** the aggregate amount of non-deductible costs and expenses referred to in paragraph 4 of article 39 of said Code, as shown in the Company's financial statements, which amounted to €9,786 for the year ended 31 December 2022, and **note** that no tax charge is borne as a result of these costs and expenses.

Second resolution (*Approval of the consolidated financial statements for the year ended 31 December 2022*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the management report of the Board of Directors and the Statutory Auditors' report on the consolidated financial statements for the year ended 31 December 2022, the shareholders **approve** the consolidated financial statements as set out and presented to them, showing profit attributable to owners of €161.3 million, as well as the transactions reflected in those financial statements and summarised in those reports.

Third resolution (*Allocation of the Company's profit and dividend payment*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, the shareholders **duly acknowledge** that the Company's profit for the year amounts to:

€1,004,833.32

which, in addition to retained earnings of:

€204,433,093.93

makes a distributable profit of:

€205,437,927.25

Based on the recommendation of the Board of Directors, the shareholders **resolve** to pay an annual dividend of €1.30 per share, it being specified that:

- ▶ treasury shares held on the ex-dividend date will not be eligible for the dividend payment;
- ▶ shares created before the ex-dividend date will be eligible for the dividend payment.

The ex-dividend date will be [19] April 2023 and the dividend will be paid as of [21] April 2023, to holders of registered shares (*nominatif pur* shares) or their duly appointed representatives (*nominatif administré* shares), by cheque or by bank transfer.

This dividend will be eligible for the 40% tax relief available pursuant to article 158.3.2° of the French Tax Code to individual shareholders who are French tax residents and who opt for sliding-scale taxation rather than the flat-rate tax on investment income.

The shareholders **resolve** to transfer the balance of distributable profit to retained earnings.

In accordance with the requirement in article 243 *bis* of the French Tax Code, the shareholders **place on record** that dividends distributed over the past three fiscal years correspond to the amounts shown in the table below, and that all of these amounts were eligible for the 40% tax relief available to individual shareholders who are French tax residents, pursuant to article 158.3.2° of the French Tax Code.

(in euros)/Fiscal year	2019	2020	2021
Dividends paid to shareholders			
Dividend per share	0	0	0.50
Total dividend payout	0	0	70,216,511.93

Fourth resolution (*Approval of a related-party agreement falling within the scope of Article L.225-38 of the French Commercial Code*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Statutory Auditors' special report on related-party agreements falling within the scope of article L. 225-38 of the French Commercial Code, the shareholders **approve** the signing by the Company of the new agreement referred to therein.

Fifth resolution (*Appointment of Deloitte & Associés as Statutory Auditors for a six-fiscal years term*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the Corporate Governance Report of the Board of Directors, the shareholders **resolve** to appoint Deloitte & Associés to replace Ernst & Young et Autres, whose term of office expires at the end of this General Meeting, for a term of six (6) fiscal years ending at the end of the General Meeting to be called in 2029 to approve the 2028 financial statements.

Sixth resolution (*Approval of the information disclosed pursuant to Article L. 22-10-9 of the French Commercial Code concerning the remuneration of Corporate Officers*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report of the Board of Directors (as set out in sections 3.5 and 3.6 of the 2022 Universal Registration Document), in accordance with article L. 22-10-34, I of the French Commercial Code, the shareholders **approve** the information disclosed in said report pursuant to paragraph I of article L. 22-10-9 of said Code.

Seventh resolution (*Approval of the components of the components of remuneration and benefits paid during or allocated in respect of 2022 to Arnaud Lagardère, Chairman and Chief Executive Officer*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report of the Board of Directors (as set out in sections 3.5 and 3.6 of the 2022 Universal Registration Document), in accordance with article L. 22-10-34, II of the French Commercial Code, the shareholders **approve** the fixed, variable and extraordinary components making up the total remuneration and benefits paid during or allocated for 2022 to Arnaud Lagardère, as presented in said report.

Eight resolution (*Approval of the components of the components of remuneration and benefits paid during or allocated in respect of 2022 to Pierre Leroy, Deputy Chief Executive Officer*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report of the Board of Directors (as set out in section 3.5 of the 2022 Universal Registration Document), in accordance with article L. 22-10-34, II of the French Commercial Code, the shareholders **approve** the fixed, variable and extraordinary components making up the total remuneration and benefits paid during or allocated for 2022 to Pierre Leroy, as presented in said report.

Ninth resolution (*Approval of the 2023 remuneration policy for the Chairman and Chief Executive Officer*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report of the Board of Directors (as set out in section 3.5 of the 2022 Universal Registration Document), in accordance with article L. 22-10-8 of the French Commercial Code, the shareholders **approve** the 2023 remuneration policy for the Chairman and Chief Executive Officer, as described in said report.

Tenth resolution (*Approval of the 2023 remuneration policy for the Deputy Chief Executive Officer*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report of the Board of Directors (as set out in section 3.5 of the 2022 Universal Registration Document), in accordance with article L. 22-10-8 of the French Commercial Code, the shareholders **approve** the 2023 remuneration policy for the Deputy Chairman and Chief Executive Officer, as described in said report.

Eleven resolution (*Approval of the 2023 remuneration policy for the members of the Board of Directors*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Corporate Governance Report of the Board of Directors (as set out in section 3.6 of the 2022 Universal Registration Document), in accordance with article L. 22-10-8 of the French Commercial Code, the shareholders **approve** the 2023 remuneration policy for the members of the Company's Board of Directors, as described in said report.

Twelfth resolution (*Eighteen-month authorisation for the Board of Directors to trade in the Company's shares*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, having considered the Report of the Board of Directors and in accordance with the applicable laws and regulations, the shareholders **authorise** the Board of Directors, with the power to sub-delegate under the conditions provided for by law, to purchase Company shares on behalf of the Company in accordance with the terms and conditions set out below.

The number of shares purchased under this authorisation may not at any time represent more than 10% of the Company's capital. The amount of the Company's capital to which this ceiling applies may be adjusted for any corporate actions carried out subsequent to this Meeting. Furthermore, pursuant to article L. 22-10-62 of the French Commercial Code, (i) when shares are bought back to maintain a liquid market in the Company's shares in accordance with the conditions defined in the General Regulations of the French financial markets authority, the number of shares taken into account for the purpose of calculating the 10% ceiling will correspond to the number of shares purchased less the number of shares sold during the period covered by this authorisation, and (ii) the number of shares bought back by the Company to be held for subsequent exchange or payment as consideration for a merger, demerger or asset contribution, may not exceed 5% of the share capital. The use of this authorisation may not in any circumstances result in the Company directly or indirectly holding more than 10% of its capital.

The total amount that may be invested in the share purchases may not exceed five hundred million euros (€500,000,000) and the maximum per-share purchase price, excluding transaction expenses, is set at forty euros (€40) (or the equivalent of this amount at the date of the transaction for transactions denominated in foreign currency or a monetary unit determined by reference to a basket of currencies). The shareholders give the Board of Directors, which has the power to sub-delegate under the conditions provided for by law, full powers to adjust this amount to take into account the impact on the share price of any corporate actions, such as the capitalisation of reserves, profits or share premiums and the issue of free shares, or a change in the par value of existing shares or a reverse stock split.

The Board of Directors may use this authorisation for the following purposes:

- ▶ to reduce the share capital by cancelling all or some of the shares purchased;
- ▶ to award free shares to employees and officers of the Company and of entities or groups related to it within the meaning of articles L. 225-197-1 *et seq.* of the French Commercial Code;
- ▶ to tender shares upon the exercise of share options;
- ▶ to set up any company or group savings scheme (or similar plan) under the conditions provided for by law, notably articles L. 3332-1 *et seq.* of the French Labour Code (*Code du travail*), including by way of awarding the shares free of consideration as part of the employer's contribution and/or in replacement of the discount, in accordance with the applicable laws and regulations;
- ▶ to award or transfer shares to employees as part of a profit-sharing scheme;
- ▶ to award shares to employees and corporate officers of the Company and of entities or groups related to the Company for any other purpose permitted by the applicable law and regulations;
- ▶ to remit shares upon the exercise of rights attached to securities giving access to the Company's share capital in any way whatsoever;
- ▶ to promote liquidity in the Company's shares under liquidity agreements that comply with a code of conduct recognised by the French financial markets authority and entered into with independent investment services providers;
- ▶ to hold the shares for subsequent exchange or payment as consideration for external growth transactions, a merger, demerger or asset contribution;
- ▶ and more generally, to carry out any transaction in accordance with applicable laws and regulations and, in particular, with market practices accepted by the French financial markets authority.

The shares may be purchased, sold or otherwise transferred in one or several transactions at any time – apart from during the blackout periods provided for in paragraphs b) and c) of article 4.1 of EU Commission Delegated Regulation 2016/1052 or during a public tender offer for the Company's shares – on or off-market or over the counter, by any means permitted under the applicable laws and regulations, including through block purchases or sales and the use of derivatives.

The shareholders **give** the Board of Directors, which has the power to sub-delegate under the conditions provided for by law, full powers, including the power of delegation, to use this authorisation in accordance with the applicable laws and regulations, including to place any and all buy and sell orders, enter into any and all agreements, carry out all formalities and more generally do everything they consider necessary or expedient to implement this resolution.

This authorisation is valid for a period of eighteen months as from the date of this Meeting. It supersedes the authorisation given in the thirtieth resolution of the 22 April 2022 Annual General Meeting.

Thirteen resolution (*Twenty-six-month authorisation for the Board of the Directors to issue debt securities giving immediate or future access to the share capital of the Company's subsidiaries and/or any other entity, with a €1.5 billion ceiling on the debt securities issued*)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, and having considered the management report of the Board of Directors and the special report of the Statutory Auditors, pursuant to the provisions of articles L. 225-129-2 and L. 228-91 *et seq.* of the French Commercial Code, the shareholders:

- ▶ **authorise** the Board of Directors, with the power to sub-delegate under the conditions provided for by law, to issue, on one or more occasions, through a public offer as referred to in articles L. 411-1 and L. 411-2 1° of the French Monetary and Financial Code, debt securities which give access to new shares to be issued by entities in which the Company owns, directly or indirectly, over half of the capital at the issue date and may also give access to existing shares, and/or carry rights to the allocation of debt securities of the Company and/or of entities in which the Company owns, directly or indirectly, over half of the share capital at the issue date and/or of any other entities. The Board of Directors shall have full discretionary powers to determine the amount and timing of such issue(s), which may be carried out in France or abroad;
- ▶ **resolve** that the aggregate nominal amount of the debt securities that may be issued under this authorisation may not exceed one billion five hundred million euros (€1,500,000,000) or the equivalent amount in the case of issues denominated in foreign currency or a monetary unit determined by reference to a basket of currencies;
- ▶ **resolve** that the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to use this authorisation, and in particular, in accordance with the applicable laws and regulations and the above-mentioned ceilings, to set all the terms and conditions of the issue(s), and generally, to enter into any agreements, give any commitments, and do everything appropriate or expedient to carry out the issue(s) decided pursuant to this authorisation;
- ▶ **resolve** that, for debt securities issued pursuant to this authorisation, the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to determine whether they will be subordinated or non-subordinated (and where appropriate, their ranking), and to set their interest rates, their term (the securities may be dated or undated), their redemption price (which may be fixed or variable and may or may not include a premium), their redemption methods based on market conditions, the basis on which the debt securities will give access to the share capital of the companies concerned, and all of the other applicable terms and conditions;
- ▶ **note** that any decision taken pursuant to this authorisation to issue securities giving access to new shares to be issued by an entity in which the Company directly or indirectly owns over half of the share capital at the issue date shall require the approval of the shareholders of the entity concerned in an Extraordinary General Meeting;
- ▶ **resolve** that the Board of Directors may only use this authorisation during a public offer for the Company's shares if it obtains specific prior approval from the Company's shareholders in a General Meeting;
- ▶ **resolve** that this authorisation is given to the Board of Directors for a period of twenty-six months as from the date of this Meeting and that it cancels and supersedes the authorisation given in the thirty-first resolution of the 30 June 2021 Annual General Meeting.

Fourteenth resolution *(Twenty-six-month authorisation for the Board of Directors to issue – with preemptive subscription – ordinary shares of the Company and/or securities giving immediate or future access to the Company’s share capital and/or carrying immediate or future rights to the allocation of debt securities, subject to ceilings of €280 million for increase in share capital and €1.5 billion for debt securities issued)*

Voting under the quorum and majority conditions required for Extraordinary General Meetings, and having considered the Management Report of the Board of Directors and the special report of the Statutory Auditors, pursuant to the provisions of articles L. 22-10-49, L. 225-129 to L. 225-129-6, L. 225-132 to L. 225-134, L. 228-91 and L. 228-92 of the French Commercial Code, the shareholders:

- ▶ **authorise** the Board of Directors, with the power to sub-delegate under the conditions provided for by law, to issue, on one or more occasions, (i) ordinary shares of the Company, (ii) equity securities of the Company giving access to shares in the Company and/or carrying rights to the allocation of debt securities of the Company, (iii) debt securities of the Company which give access to new shares and may also give access to existing shares in the Company and/or carry rights to the allocation of debt securities of the Company, (iv) equity securities of the Company giving access to new or existing shares and/or carrying rights to the allocation of debt securities of entities in which the Company owns, directly, or indirectly, over half of the share capital at the issue date, and/or (v) equity securities of the Company giving access to existing shares and/or carrying rights to the allocation of debt securities of other entities. The Board of Directors shall have full discretionary powers to determine the amount and timing of such issue(s), which may be carried out in France or abroad;
- ▶ **resolve** that the aggregate nominal amount of any increases in share capital carried out pursuant to this authorisation – immediately or in the future – may not exceed two hundred and eighty million euros (€280,000,000) (about 33% of the current capital). This ceiling does not, however, include the nominal amount of any additional shares that may be issued pursuant to the applicable laws, regulations and any contractual provisions to protect the rights of holders of securities giving access to the Company share capital;
- ▶ **resolve** that the aggregate nominal amount of the debt securities that may be issued under this authorisation may not exceed one billion five hundred million euros (€1,500,000,000) or the equivalent amount in the case of issues denominated in foreign currency or a monetary unit determined by reference to a basket of currencies;
- ▶ **resolve** that, in accordance with the law, shareholders shall have a preemptive right to subscribe for the ordinary shares and/or other securities issued under this authorisation which shall be exercisable in proportion to their existing interests in the Company's capital. In addition, the Board of Directors may grant shareholders a preemptive right to subscribe for any ordinary shares and/or other securities not taken up by other shareholders. If the issue is oversubscribed, such additional preemptive rights will also be exercisable in proportion to the existing holdings of the shareholders concerned and within the limits of their requests;
- ▶ **resolve** that if the entire amount of any issue is not taken up by shareholders using the above-mentioned rights, the Board of Directors, with the power to sub-delegate under the conditions provided for by law, may take the courses of action permitted by law, in the order of their choice, including offering all or some of the unsubscribed securities on the market;
- ▶ **note** that this authorisation automatically entails the waiver by shareholders of their preemptive rights to subscribe for the shares to be issued on exercise of rights to shares attached to any securities issued pursuant to this authorisation;
- ▶ **note** that any decision taken pursuant to this authorisation to issue securities giving access to new shares to be issued by an entity in which the Company directly or indirectly owns over half of the share capital at the issue date shall require the approval of the shareholders of the entity concerned in an Extraordinary General Meeting;
- ▶ **resolve** that the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to use this authorisation, and in particular, in accordance with the applicable laws and regulations and the above-mentioned ceilings, to set all the terms and conditions

of the issue(s), place on record the resulting capital increases and amend the Company's Articles of Association accordingly;

- ▶ **resolve** that, for debt securities issued pursuant to this authorisation, the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to determine whether they will be subordinated or non-subordinated (and where appropriate, their ranking), and to set their interest rates, their term (the securities may be dated or undated), their redemption price (which may be fixed or variable and may or may not include a premium), their redemption methods based on market conditions, the basis on which the debt securities will give access to the share capital of the companies concerned, and all of the other applicable terms and conditions;
- ▶ **resolve** that the Board of Directors may only use this authorisation during a public offer for the Company's shares if they obtain specific prior approval from the Company's shareholders in a General Meeting;
- ▶ **resolve** that this authorisation is given to the Board of Directors for a period of twenty-six months as from the date of this Meeting and that it cancels and supersedes the authorisation given in the thirty-second resolution of the 30 June 2021 Annual General Meeting.

Fifteenth resolution (*Twenty-six-month authorisation for the Board of Directors to issue by way of a public offer – without preemptive subscription rights but with a priority right for at least five trading days – ordinary shares of the Company and/or securities giving immediate or future access to the Company's share capital and/or carrying immediate or future rights to the allocation of debt securities, subject to ceilings of €170 million for increases in share capital and €1.5 billion for debt securities issued*)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, and having considered the Management Report of the Board of Directors and the special report of the Statutory Auditors, pursuant to the provisions of articles L. 22-10-49, L. 22-10-51, L. 22-10-52, L. 225-129 to L. 225-129-6, L. 225-136 and L. 228-91 *et seq.* of the French Commercial Code, the shareholders:

- ▶ **authorise** the Board of Directors, with the power to sub-delegate under the conditions provided for by law, to issue, on one or more occasions – without preemptive subscription rights but with a priority right – (i) ordinary shares of the Company, (ii) equity securities of the Company giving access to shares in the Company and/or carrying rights to the allocation of debt securities of the Company, (iii) debt securities of the Company which give access to new shares and may also give access to existing shares in the Company and/or carry rights to the allocation of debt securities of the Company, (iv) equity securities of the Company giving access to new or existing shares and/or carrying rights to the allocation of debt securities of entities in which the Company owns, directly, or indirectly, over half of the share capital at the issue date, and/or (v) equity securities of the Company giving access to existing shares and/or carrying rights to the allocation of debt securities of other entities. The Board of Directors shall have full discretionary powers to determine the amount and timing of such issue(s), which may be carried out in France or abroad;
- ▶ **resolve** that the aggregate nominal amount of any increases in share capital carried out pursuant to this authorisation – immediately or in the future – may not exceed one hundred and seventy million euros (€170,000,000) (about 20% of the current capital). This ceiling does not, however, include the nominal amount of any additional shares that may be issued pursuant to the applicable laws, regulations and any contractual provisions to protect the rights of holders of securities giving access to the Company share capital;
- ▶ **resolve** that the aggregate nominal amount of the debt securities that may be issued under this authorisation may not exceed one billion five hundred million euros (€1,500,000,000) or the equivalent amount in the case of issues denominated in foreign currency or a monetary unit determined by reference to a basket of currencies;
- ▶ **resolve** to cancel shareholders' preemptive rights to subscribe for the ordinary shares and/or other securities to be issued under this authorisation, it being understood that the Board of Directors must grant the shareholders a priority right for at least five trading days to subscribe for the issue in

accordance with the terms and conditions to be set by the Board of Directors in compliance with the applicable laws and regulations;

- ▶ **note** that this authorisation automatically entails the waiver by shareholders of their preemptive rights to subscribe for the shares to be issued on exercise of rights to shares attached to any securities issued pursuant to this authorisation;
- ▶ **note** that any decision taken pursuant to this authorisation to issue securities giving access to new shares to be issued by an entity in which the Company directly or indirectly owns over half of the share capital at the issue date shall require the approval of the shareholders of the entity concerned in an Extraordinary General Meeting;
- ▶ **resolve** that the issue price of ordinary shares to be issued under this authorisation shall not be less than the price provided for in the applicable regulations in force on the issue date;
- ▶ **resolve** that the issue price of securities giving immediate or future access to the Company's share capital shall be calculated such that the amount received by the Company at the time of issue plus any amounts it subsequently receives on exercise of the rights attached to the issued securities is at least equal to the minimum issue price provided for in the applicable regulations referred to above;
- ▶ **resolve** that the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to use this authorisation, and in particular, in accordance with the applicable laws and regulations and the above-mentioned ceilings, to set all the terms and conditions of the issue(s), place on record the resulting capital increases and amend the Company's Articles of Association accordingly;
- ▶ **resolve** that, for debt securities issued pursuant to this authorisation, the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to determine whether they will be subordinated or non-subordinated (and where appropriate, their ranking), and to set their interest rates, their term (the securities may be dated or undated), their redemption price (which may be fixed or variable and may or may not include a premium), their redemption methods based on market conditions, the basis on which the debt securities will give access to the share capital of the companies concerned, and all of the other applicable terms and conditions;
- ▶ **resolve** that the Board of Directors may only use this authorisation during a public offer for the Company's shares if it obtains specific prior approval from the Company's shareholders in a General Meeting;
- ▶ **resolve** that this authorisation is given to the Board of Directors for a period of twenty-six months as from the date of this Meeting and that it cancels and supersedes the authorisation given in the twenty-third resolution of the 30 June 2021 Annual General Meeting.

Sixteenth resolution (*Twenty-six-month authorisation for the Board of Directors to issue by way of a public offer – without preemptive subscription rights and without a priority right – ordinary shares of the Company and/or securities giving immediate or future access to the Company's share capital and/or carrying immediate or future rights to the allocation of debt securities, subject to ceilings of €85 million for increases in share capital and €1.5 billion for debt securities issued*)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, and having considered the Management Report of the Board of Directors and the special report of the Statutory Auditors, pursuant to the provisions of articles L. 22-10-49, L. 22-10-51, L. 22-10-52, L. 225-129 to L. 225-129-6, L. 225-136 and L. 228-91 *et seq.* of the French Commercial Code, the shareholders:

- ▶ **authorise** the Board of Directors, with the power to sub-delegate under the conditions provided for by law, to issue, on one or more occasions – without preemptive subscription rights and without priority right – (i) ordinary shares of the Company, (ii) equity securities of the Company giving access to shares in the Company and/or carrying rights to the allocation of debt securities of the Company, (iii) debt securities of the Company which give access to new shares and may also give access to existing shares in the Company and/or carry rights to the allocation of debt securities of the Company, (iv) equity securities of the Company giving access to new or existing shares and/or carrying rights to the allocation of debt securities of entities in which the Company owns, directly,

or indirectly, over half of the share capital at the issue date, and/or (v) equity securities of the Company giving access to existing shares and/or carrying rights to the allocation of debt securities of other entities. The Board of Directors shall have full discretionary powers to determine the amount and timing of such issue(s), which may be carried out in France or abroad;

- ▶ **resolve** that the aggregate nominal amount of any increases in share capital carried out pursuant to this authorisation – immediately or in the future – may not exceed eighty five million euros (€85,000,000) (about 10% of the current capital). This ceiling does not, however, include the nominal amount of any additional shares that may be issued pursuant to the applicable laws, regulations and any contractual provisions to protect the rights of holders of securities giving access to the Company share capital;
- ▶ **resolve** that the aggregate nominal amount of the debt securities that may be issued under this authorisation may not exceed one billion five hundred million euros (€1,500,000,000) or the equivalent amount in the case of issues denominated in foreign currency or a monetary unit determined by reference to a basket of currencies;
- ▶ **resolve** to cancel shareholders' preemptive rights to subscribe for the ordinary shares and/or other securities to be issued under this authorisation;
- ▶ **note** that this authorisation automatically entails the waiver by shareholders of their preemptive rights to subscribe for the shares to be issued on exercise of rights to shares attached to any securities issued pursuant to this authorisation;
- ▶ **note** that any decision taken pursuant to this authorisation to issue securities giving access to new shares to be issued by an entity in which the Company directly or indirectly owns over half of the share capital at the issue date shall require the approval of the shareholders of the entity concerned in an Extraordinary General Meeting;
- ▶ **resolve** that the issue price of ordinary shares to be issued under this authorisation shall not be less than the price provided for in the applicable regulations in force on the issue date;
- ▶ **resolve** that the issue price of securities giving immediate or future access to the Company's share capital shall be calculated such that the amount received by the Company at the time of issue plus any amounts it subsequently receives on exercise of the rights attached to the issued securities is at least equal to the minimum issue price provided for in the applicable regulations referred to above;
- ▶ **resolve** that the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to use this authorisation, and in particular, in accordance with the applicable laws and regulations and the above-mentioned ceilings, to set all the terms and conditions of the issue(s), place on record the resulting capital increases and amend the Company's Articles of Association accordingly;
- ▶ **resolve** that, for debt securities issued pursuant to this authorisation, the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to determine whether they will be subordinated or non-subordinated (and where appropriate, their ranking), and to set their interest rates, their term (the securities may be dated or undated), their redemption price (which may be fixed or variable and may or may not include a premium), their redemption methods based on market conditions, the basis on which the debt securities will give access to the share capital of the companies concerned, and all of the other applicable terms and conditions;
- ▶ **resolve** that the Board of Directors may only use this authorisation during a public offer for the Company's shares if it obtains specific prior approval from the Company's shareholders in a General Meeting;
- ▶ **resolve** that this authorisation is given to the Board of Directors for a period of twenty-six months as from the date of this Meeting and that it cancels and supersedes the authorisation given in the thirty-fourth resolution of the 30 June 2021 Annual General Meeting.

Seventeenth resolution (*Twenty-six-month authorisation for the Board of Directors to issue by way of a private placement as referred to in section 1 of article L. 411-2 of the French Monetary and Financial Code – without preemptive subscription rights – ordinary shares of the Company and/or securities giving immediate or future access to the Company's share capital and/or carrying immediate or future rights to the allocation of debt securities, subject to ceilings of €85 million for increases in share capital and €1.5 billion for debt securities issued*)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, and having considered the Management Report of the Board of Directors and the special report of the Statutory Auditors, pursuant to the provisions of articles L. 22-10-49, L. 22-10-51, L. 22-10-52, L. 225-129 to L. 225-129-6, L. 225-136 and L. 228-91 *et seq.* of the French Commercial Code, the shareholders:

- ▶ **authorise** the Board of Directors, with the power to sub-delegate under the conditions provided for by law, to issue, on one or more occasions, by way of a private placement as referred to in section 1 of article L. 411-2 of the French Monetary and Financial Code (i) ordinary shares of the Company, (ii) equity securities of the Company giving access to shares in the Company and/or carrying rights to the allocation of debt securities of the Company, (iii) debt securities of the Company which give access to new shares and may also give access to existing shares in the Company and/or carry rights to the allocation of debt securities of the Company, (iv) equity securities of the Company giving access to new or existing shares and/or carrying rights to the allocation of debt securities of entities in which the Company owns, directly, or indirectly, over half of the share capital at the issue date, and/or (v) equity securities of the Company giving access to existing shares and/or carrying rights to the allocation of debt securities of other entities. The Board of Directors shall have full discretionary powers to determine the amount and timing of such issue(s), which may be carried out in France or abroad;
- ▶ **resolve** that the aggregate nominal amount of any increases in share capital carried out pursuant to this authorisation – immediately or in the future – may not exceed eighty five million euros (€85,000,000) (about 10% of the current capital). This ceiling does not, however, include the nominal amount of any additional shares that may be issued pursuant to the applicable laws, regulations and any contractual provisions to protect the rights of holders of securities giving access to the Company share capital;
- ▶ **resolve** that the aggregate nominal amount of the debt securities that may be issued under this authorisation may not exceed one billion five hundred million euros (€1,500,000,000) or the equivalent amount in the case of issues denominated in foreign currency or a monetary unit determined by reference to a basket of currencies;
- ▶ **resolve** to cancel shareholders' preemptive rights to subscribe for the ordinary shares and/or other securities to be issued under this authorisation;
- ▶ **note** that this authorisation automatically entails the waiver by shareholders of their preemptive rights to subscribe for the shares to be issued on exercise of rights to shares attached to any securities issued pursuant to this authorisation;
- ▶ **note** that any decision taken pursuant to this authorisation to issue securities giving access to new shares to be issued by an entity in which the Company directly or indirectly owns over half of the share capital at the issue date shall require the approval of the shareholders of the entity concerned in an Extraordinary General Meeting;
- ▶ **resolve** that the issue price of ordinary shares to be issued under this authorisation shall not be less than the price provided for in the applicable regulations in force on the issue date;
- ▶ **resolve** that the issue price of securities giving immediate or future access to the Company's share capital shall be calculated such that the amount received by the Company at the time of issue plus any amounts it subsequently receives on exercise of the rights attached to the issued securities is at least equal to the minimum issue price provided for in the applicable regulations referred to above;
- ▶ **resolve** that the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to use this authorisation, and in particular, in accordance with the applicable laws and regulations and the above-mentioned ceilings, to set all the terms and conditions

of the issue(s), place on record the resulting capital increases and amend the Company's Articles of Association accordingly;

- ▶ **resolve** that, for debt securities issued pursuant to this authorisation, the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to determine whether they will be subordinated or non-subordinated (and where appropriate, their ranking), and to set their interest rates, their term (the securities may be dated or undated), their redemption price (which may be fixed or variable and may or may not include a premium), their redemption methods based on market conditions, the basis on which the debt securities will give access to the share capital of the companies concerned, and all of the other applicable terms and conditions;
- ▶ **resolve** that the Board of Directors may only use this authorisation during a public offer for the Company's shares if it obtains specific prior approval from the Company's shareholders in a General Meeting;
- ▶ **resolve** that this authorisation is given to the Board of Directors for a period of twenty-six months as from the date of this Meeting and that it cancels and supersedes the authorisation given in the thirty-fifth resolution of the 30 June 2021 Annual General Meeting.

Eighteenth resolution (*Authorisation the Board of Directors to issue additional securities in the event that an issue is oversubscribed, subject to the applicable ceilings*)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, and having considered the management report of the Board of Directors and the special report of the Statutory Auditors, pursuant to the provisions of articles L. 225-135-1 and R. 225-118 of the French Commercial Code, the shareholders:

- ▶ **authorise** The Board of Directors, with the power to sub-delegate under the conditions provided for by law, to increase the number of ordinary shares and/or other securities issued pursuant to the thirteenth, fourteenth, fifteenth, sixteenth and seventh resolutions in the event that an issue is oversubscribed. The additional securities must be issued within 30 days of the close of the subscription period for the original issue, at the same price and in accordance with the same terms and conditions as for the original issue. They will be subject to the same ceilings as applicable under the resolution used to carry out the original issue and may not exceed 15% of the original issue amount;
- ▶ **resolve** that this authorisation is given to the Board of Directors for a period of twenty-six months as of the date of this Meeting and that it cancels and supersedes the authorisation given in the thirty-sixth resolution of the 30 June 2021 Annual General Meeting.

Nineteenth resolution (*Twenty-six-month authorisation for the Board of Directors to issue – without preemptive subscription rights – ordinary shares of the Company and/or securities giving immediate or future access to the Company's share capital and/or carrying immediate or future rights to the allocation of debt securities, as consideration for securities tendered as part of a public exchange offer or a contribution in kind, subject to ceilings of €85 million for increases in share capital and €1.5 billion for debt securities issued*)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, and having considered the Management Report of the Board of Directors and the special report of the Statutory Auditors, pursuant to the provisions of articles L. 225-129 *et seq.* of the French Commercial Code, particularly articles L. 225-129-2, L. 22-10-53, L. 22-10-54, L. 228-91 and L. 228-92, the shareholders:

- ▶ **authorise** the Board of Directors, with the power to sub-delegate under the conditions provided for by law, to issue, on one or more occasions, in accordance with articles L. 22-10-54 and L. 22-10-53 of the French Commercial Code (i) ordinary shares of the Company, (ii) equity securities of the Company giving access to shares in the Company and/or carrying rights to the allocation of debt securities of the Company, (iii) debt securities of the Company which give access to new shares and may also give access to existing shares in the Company and/or carry rights to the allocation of debt securities of the Company, (iv) equity securities of the Company giving access to new or existing

shares and/or carrying rights to the allocation of debt securities of entities in which the Company owns, directly or indirectly, over half of the share capital at the issue date, and/or (v) equity securities of the Company giving access to existing shares and/or carrying rights to the allocation of debt securities of other entities, as consideration either for (a) securities tendered as part of a public exchange offer for securities in companies whose shares are admitted to trading on a regulated market of a country that is either party to the European Economic Area agreement or a member of the Organisation for Economic Co-operation and Development or (b) contributions in kind granted to the Company and comprising shares or securities giving access to the share capital of another company, when the provisions of article L. 22-10-54 of the French Commercial Code on public exchange offers do not apply. The Board of Directors shall have full discretionary powers to determine the amount and timing of such issue(s), which may be carried out in France or abroad;

- ▶ **resolve** that the aggregate nominal amount of any increases in share capital carried out pursuant to this authorisation – immediately or in the future – may not exceed eighty five million euros (€85,000,000) (about 10% of the current capital). This ceiling does not, however, include the nominal amount of any additional shares that may be issued pursuant to the applicable laws, regulations and any contractual provisions to protect the rights of holders of securities giving access to the Company share capital;
- ▶ **resolve** that the aggregate nominal amount of the debt securities that may be issued under this authorisation may not exceed one billion five hundred million euros (€1,500,000,000) or the equivalent amount in the case of issues denominated in foreign currency or a monetary unit determined by reference to a basket of currencies;
- ▶ **resolve** to cancel shareholders' preemptive rights to subscribe for the ordinary shares and/or other securities to be issued under this authorisation;
- ▶ **note** that this authorisation automatically entails the waiver by shareholders of their preemptive rights to subscribe for the shares to be issued on exercise of rights to shares attached to any securities issued pursuant to this authorisation;
- ▶ **note** that any decision taken pursuant to this authorisation to issue securities giving access to new shares to be issued by an entity in which the Company directly or indirectly owns over half of the share capital at the issue date shall require the approval of the shareholders of the entity concerned in an Extraordinary General Meeting;
- ▶ **resolve** that the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to use this authorisation, and in particular, in accordance with the applicable laws and regulations and the above-mentioned ceilings, to set all the terms and conditions of the issue(s), place on record the resulting capital increases and amend the Company's Articles of Association accordingly;
- ▶ **resolve** that, for debt securities issued pursuant to this authorisation, the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to determine whether they will be subordinated or non-subordinated (and where appropriate, their ranking), and to set their interest rates, their term (the securities may be dated or undated), their redemption price (which may be fixed or variable and may or may not include a premium), their redemption methods based on market conditions, the basis on which the debt securities will give access to the share capital of the companies concerned, and all of the other applicable terms and conditions;
- ▶ **resolve** that the Board of Directors may only use this authorisation during a public offer for the Company's shares if it obtains specific prior approval from the Company's shareholders in a General Meeting;
- ▶ **resolve** that this authorisation is given to the Board of Directors for a period of twenty-six months as from the date of this Meeting and that it cancels and supersedes the authorisation given in the thirty-seventh resolution of the 30 June 2021 Annual General Meeting.

Twentieth resolution (*Overall ceilings of €85 million, €320 million and €1.5 billion on the total amounts of capital increases and issues of debt securities resulting from the authorisations in the preceding resolutions*)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, and having considered the Management Report of the Board of Directors, as a consequence of the adoption of the thirteenth, fourteenth, fifteenth, sixteenth, seventeenth, eighteenth and nineteenth, the shareholders:

- ▶ **resolve** that the aggregate nominal amount of any increases in share capital carried out immediately or in the future – without preemptive subscription rights and without a priority right, pursuant to the authorisations given to the Board of Directors in the sixteenth, seventeenth, eighteenth and nineteenth resolutions – may not exceed eighty five million euros (€85,000,000) (about 10% of the current capital). This ceiling does not, however, include the nominal amount of any additional shares to be issued pursuant to the applicable laws, regulations and any contractual provisions, to protect the rights of holders of securities giving access to the Company's share capital;
- ▶ **resolve** that the aggregate nominal amount of any increases in share capital carried out immediately or in the future – with preemptive subscription rights or with a priority right, pursuant to the authorisations given to the Board of Directors in the fourteenth and fifteenth resolutions – may not exceed three hundred and twenty million euros (€320,000,000) (about 37% of the current capital). This ceiling does not, however, include the nominal amount of any additional shares that may be issued pursuant to the applicable laws, regulations and any contractual provisions, to protect the rights of holders of securities giving access to the Company's share capital;
- ▶ **resolve** that the aggregate nominal amount of any debt securities issued under the authorisations given to the Board of Directors in the thirteenth, fourteenth, fifteenth, sixteenth, seventh and nineteenth resolutions may not exceed one billion five hundred million euros (€1,500,000,000) or the equivalent amount in the case of issues denominated in foreign currency or a monetary unit determined by reference to a basket of currencies.

Twenty-first resolution (*Twenty-six-month authorisation for the Board of Directors to increase the Company's share capital by capitalising reserves, profits or share premiums and issuing new shares and/or increasing the par value of existing shares, subject to a ceiling of €320 million*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the Management Report of the Board of Directors, pursuant to the provisions of articles L. 225-129 to L. 225-129-6, L. 225-130 and L. 22-10-89 of the French Commercial Code, the shareholders:

- ▶ **authorise** the Board of Directors, with the power to sub-delegate under the conditions provided for by law, to increase the Company's share capital, on one or more occasions, by capitalising reserves, profits or share premiums and issuing free shares and/or increasing the par value of existing shares. The Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full discretionary powers to determine the amount and timing of said capital increase(s);
- ▶ **resolve** that the aggregate nominal amount of any increases in share capital carried out pursuant to this authorisation – immediately or in the future – may not exceed three hundred and twenty million euros (€320,000,000) (about 37% of the current capital). This ceiling is separate from the ceilings set in the twentieth resolution and does not include the par value of any additional shares that may be issued pursuant to the applicable laws, regulations and any contractual provisions, to protect the rights of holders of securities giving access to the Company's share capital;
- ▶ **resolve** that if the Board of Directors uses this authorisation, any rights to fractions of shares shall be non-transferable and non-tradable and the corresponding shares shall be sold, with the sale proceeds allocated among the rights holders, within the timeframes and in accordance with the conditions provided for in the applicable regulations;

- ▶ **resolve** that the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to use this authorisation, and in particular, in accordance with the applicable laws and regulations and the above-mentioned ceilings, to set all the terms and conditions of the issue(s), place on record the resulting capital increases and amend the Company's Articles of Association accordingly;
- ▶ **resolve** that the Board of Directors may only use this authorisation during a public offer for the Company's shares if it obtains specific prior approval from the Company's shareholders in a General Meeting;
- ▶ **resolve** that this authorisation is given to the Board of Directors for a period of twenty-six months as from the date of this Meeting and that it cancels and supersedes the authorisation given in the thirty-ninth resolution of the 30 June 2021 Annual General Meeting.

Twenty-second resolution (*Twenty-six-month authorisation for the Board of Directors to issue – without preemptive subscription rights – ordinary shares of the Company and/or securities giving access to the Company's share capital, to employees under corporate savings schemes, provided that such issues do not represent more than 0.5% of the Company's outstanding share capital in any given year*)

Voting under the quorum and majority conditions required for Extraordinary General Meetings, and having considered the Management Report of the Board of Directors and the special report of the Statutory Auditors, pursuant to the provisions of articles L. 22-10-49, L.125-129 à L. 225-129-2, L. 225-129-6, L. 225-138, L. 225-138-1, and L. 228-91 *et seq.* of the French Commercial Code and articles L. 3331-1 *et seq.* of the French Labour Code, the shareholders:

- ▶ **authorise** the Board of Directors, with the power to sub-delegate under the conditions provided for by law, to issue, on one or more occasions, ordinary shares and/or securities giving access to the Company's share capital. The Board of Directors shall have full discretionary powers to determine the amount and timing of such issue(s), which may be carried out in France or abroad;
- ▶ **resolve** that the total number of ordinary shares that may be issued under this authorisation – immediately or in the future – may not represent more than 0.5% of the Company's outstanding share capital in any given year. This ceiling does not, however, include the nominal amount of any additional shares that may be issued pursuant to the applicable laws, regulations and any contractual provisions, to protect the rights of holders of securities giving access to the Company's share capital;
- ▶ **resolve** to cancel shareholders' preemptive rights to subscribe for the ordinary shares and/or other securities to be issued in favour of employees of the Company and/or of entities or groups related to it within the meaning of article L. 225-180 of the French Commercial Code who are members of a corporate savings scheme;
- ▶ **resolve** that the subscription price of new ordinary shares that may be issued under this authorisation should be set in accordance with the applicable laws and regulations in force on the issue date, it being understood that the discount set pursuant to articles L. 3332-18 *et seq.* of the French Labour Code, based on an average of the prices quoted for the Company's shares on Euronext Paris in the twenty trading days preceding the date of the Board of Directors' decision setting the start date of the subscription period, may not exceed 30%;
- ▶ **resolve** that in the event of the issuance of securities giving access to new shares, the subscription price will also be determined by reference to the terms and conditions described in the preceding paragraph;
- ▶ **authorise** the Board of Directors, with the power to sub-delegate under the conditions provided for by law – in accordance with article L. 3332-21 of the French Labour Code – to award, free of consideration, ordinary shares of the Company and/or other securities giving access to the Company's share capital, to employees of the Company and/or of entities or groups related to it within the meaning of article L. 225-180 of the French Commercial Code who are members of a corporate savings scheme;

- **resolve** that the Board of Directors, with the power to sub-delegate under the conditions provided for by law, shall have full powers to use this authorisation, and particularly, subject to the above-mentioned ceilings and the conditions set by the applicable law and regulations to:
- draw up a list of the entities and groups whose employees are eligible for the issues,
 - set the eligibility conditions for the issues, particularly in terms of seniority,
 - decide whether the shares and/or other securities issued may be subscribed for individually by employees or through a company mutual fund or another structure or entity recognised by the applicable legal or regulatory provisions,
 - set the terms and conditions of the issues and awards and, in particular, set the number of ordinary shares and/or other securities to be issued, as well as the issue price and the start and end dates of the subscription periods,
 - for awards of free shares or securities giving access to the Company's share capital, either (i) use these shares or securities to replace, in full or in part, the maximum discounts provided for above for the purpose of determining the subscription price of shares purchased by corporate savings scheme members, or (ii) offset the value of these shares or securities against the employer's contribution to the corporate savings scheme, or (iii) use a combination of both of these possibilities,
 - place on record the resulting capital increases and amend the Company's Articles of Association accordingly,
 - in general, do whatever may be appropriate or necessary for carrying out any issues decided on pursuant to this authorisation;
- **resolve** that this authorisation is given to the Board of Directors for a period of twenty-six months as from the date of this Meeting and that it cancels and supersedes the authorisation given in the fortieth resolution of the 30 June 2021 Annual General Meeting.

Twenty-third resolution (*Powers to carry out formalities*)

Voting under the quorum and majority conditions required for Ordinary General Meetings, and having considered the report of the Board of Directors, the shareholders **grant** full powers to the bearer of an original or a certified copy or extract of the minutes of this Meeting to carry out all of the necessary filing and other formalities.

ELIGIBILITY FOR PARTICIPATION

Pursuant to article R. 22-10-28 of the French Commercial Code (*Code de commerce*), participation in the General Meeting of **Tuesday, 18 April 2023** is only permitted for shareholders who can prove their shareholder status by **having their shares registered in an account** in their name or in the name of the intermediary registered on their behalf pursuant to paragraph 7, article L. 228-1 of the French Commercial Code (the "Authorised Intermediary"), **in the Company's registered share accounts kept by its registrar SOCIETE GENERALE SECURITIES SERVICES ("SGSS")**, at least two business days before the date of the General Meeting (the "record date"), i.e.:

00:00 Paris time on Friday, 14 April 2023.

As shares of Lagardère SA are essentially held in registered form, the rules for recording shares in its register require that, for each record day, the number of new records resulting from share acquisitions is offset by an identical number of deletions, and the subsequent registration of any new records is suspended until the register is balanced so as to avoid the issue amount being exceeded.

The Company and its registrar SGSS depend on the transmission by authorised intermediaries of share movement instructions corresponding to the transactions carried out by their clients (records or deletions) to record shares in its registry.

Shareholders are to pay particular attention to the risk related to shares registered on the record date that were acquired ahead of this date and the impact on voting rights granted by such shares at the General Meeting, even when they were acquired days before the record date.

For more information, see the press release issued by the French financial markets authority (*Autorité des marchés financiers* – AMF) on 26 February 2021.

METHODS OF PARTICIPATING IN THE GENERAL MEETING

All shareholders, regardless of the number of shares held, may attend the General Meeting in person (1°), or vote by post or online (2°), or by proxy to the Chairman (3°) or to a third party (4°).

1° - Attending the General Meeting in person

Shareholders wishing to attend the General Meeting in person should request an entrance card, as explained below (“Practicalities”):

- either using the paper form sent to them with the invitation to the meeting; or
- online, via the VOTACCESS secure platform.

Shareholders registered in the nominative shareholder accounts who have not applied for or received their entrance card may simply present themselves on the day of the General Meeting with a valid identity document at the counters provided specially for this purpose.

2° - Voting by post or online

Shareholders who do not wish to or cannot attend the General Meeting in person may vote on the resolutions put to the Meeting by post or online, as explained below (“Practicalities”):

- either using the paper form sent to them with the invitation to the meeting; or
- online, via the VOTACCESS secure platform.

3° - Grant proxy to the Chairman

Shareholders who do not wish or are unable to attend the General Meeting in person may send a blank proxy form without naming a proxy, which will empower the Chairman of the Meeting to vote in favour of the draft resolutions presented or approved by the Board of Directors and vote against all other draft resolutions.

Proxy can be given, as explained below (“Practicalities”):

- either by using the paper form sent to shareholders with the invitation to the meeting; or
- online, via the VOTACCESS secure platform.

4° - Grant proxy to a third party

Shareholders who do not wish or are unable to attend the General Meeting in person may appoint a proxy of their choice.

Such proxy may be given, as explained below (“Practicalities”):

- either by using the paper form sent to them with the invitation to the meeting; or
- online, via the VOTACCESS secure platform.

In accordance with the provisions of articles R. 225-79 and R. 22-10-24 of the French Commercial Code, the procedure for appointing and revoking proxies must be carried out in the same way.

GENERAL PROVISIONS

Shareholders who have already elected to vote by post or online, who have granted proxy or who have applied for an entrance card, may not subsequently take part in the Meeting by any other means.

Shareholders may not under any circumstances return both a proxy form and a postal or online voting form. In such a case, the proxy form will be taken into account subject to the votes indicated on the postal or online voting form.

Requests for entrance cards, postal or online voting, and proxies made by shareholders who are not domiciled in France and whose shares are registered in the name of an Authorised Intermediary in the Company's registered shareholders' accounts, must be accompanied by a certificate from the Authorised Intermediary, enabling the Company or its registrar SGSS to verify incontrovertibly that the applicant is a shareholder of record on the record date of 00:00 Paris time on Friday, 14 April 2023. If the shares are held by several Authorised Intermediaries, a certificate must be provided by each one.

Requests for entrance cards, postal or online voting, and proxies made by Authorised Intermediaries may only be processed if the identity of the shareholders has been disclosed, if so requested by the Company or SGSS pursuant to applicable laws and regulations.

PRACTICALITIES

1. Participating in the meeting by post : using the paper form

As all the Company's shares are in registered form, postal or online voting forms and proxy forms are sent out by post or e-mail with the convening notice.

These forms may also be obtained from the Company's website at www.lagardere.com or by sending a request to SGSS, to be received no later than **Thursday, 13 April 2023**, at the following address:

SOCIETE GENERALE SECURITIES SERVICES

Service des assemblées générales

CS 30812

44308 NANTES CEDEX, FRANCE

In order to be taken into account at the General Meeting, duly completed and signed paper forms must be received by SGSS no later than Saturday, 15 April 2023.

2. Participation par Internet : utilisation de la plateforme sécurisée VOTACCESS

The VOTACCESS secure platform can be accessed by registered shareholders via the SGSS Sharinbox website at: www.sharinbox.societegenerale.com.

Registered shareholders should log on to the Sharinbox website using the login code and password they usually use to consult their registered account.

We inform you that, since the last General Meeting, SGSS has used two-factor authentication as additional security for your data on the Sharinbox platform. If you are a new shareholder or if you have not activated your new account since June 2022, we invite you to update your login to Sharinbox. A log-on guide and tutorial video are available on the Sharinbox homepage.

After logging on to Sharinbox, shareholders should follow the instructions provided on screen to access the VOTACCESS secure platform.

Registered shareholders who have lost their login code and/or password should go to the Sharinbox website and click on "Forgotten access code" on the homepage. Shareholders can put any questions they may have to SGSS from 9:30 a.m. to 6 p.m. (Paris time) at the following number: **+33 (0)2 51 85 59 82**.

Requests for entrance cards, online voting and appointing or revoking of proxies may be made via the VOTACCESS platform between 9:00 Paris time on Friday, 31 March 2023 and 15:00 Paris time on Monday, 17 April 2023.

However, shareholders are advised not to wait until the last day before logging on, especially if they need to obtain a password or if it is their first log-on to Sharinbox since the introduction of the new two-factor authentication system.

REQUESTS TO INCLUDE ITEMS OR DRAFT RESOLUTIONS ON THE AGENDA OF THE MEETING

Requests to include items or draft resolutions on the agenda of the Meeting by shareholders meeting the eligibility criteria set out in article R. 225-71 of the French Commercial Code, must, in accordance with the provisions of the applicable law and regulations, be sent to the registered office of the Company, to the attention of the Board of Directors, by registered letter with acknowledgement of receipt, or by email to AG2023@lagardere.fr, within twenty days from the publication of the present notice of meeting, i.e. **no later than Thursday, 9 March 2023**. In addition, such applications should be received by the Company **no later than Friday, 24 March 2023**.

Applications should be accompanied by a certificate(s) of registration in the Company's nominative shareholders' accounts proving that they own or hold proxies for the requisite percentage of the share capital.

The agenda item or proposed resolution will not be considered at the meeting unless, as required by law and regulations, the applicant provides a new certificate proving registration in the same accounts at 00:00 Paris time on Friday, 14 April 2023.

Applications made by shareholders who are not domiciled in France whose shares are registered in the name of an Authorised Intermediary in the Company's nominative shareholders' accounts will not be accepted unless they are accompanied by a certificate issued by the Authorised Intermediary on the date of their application and again on Friday, 14 April 2023, enabling the Company or its registrar to prove incontrovertibly that the applicant owns or represents the percentage of share capital required by law or regulations on the requisite dates.

If the shares are held by several Authorised Intermediaries, a certificate must be provided by each one.

Applications to table an agenda item must be explained. Applications for proposed resolutions must include the text for proposed resolutions and may include a brief explanation of the reasons for the proposal and, for resolutions involving the appointment of a candidate for the Supervisory Board, the information provided for under paragraph 5 of article R. 225-83 of the French Commercial Code.

SUBMISSION OF WRITTEN QUESTIONS

Written questions submitted by shareholders should be sent to the Company's registered office by registered letter with return receipt requested for the attention of the Chairman of the Board of Directors, or by email to AG2023@lagardere.fr, **no later than Wednesday, 12 April 2023**, and be accompanied by a certificate of registration in the Company's registered shareholders' accounts at the date of the request.

Written questions from shareholders who are not domiciled in France whose shares are registered in the name of an Authorised Intermediary in the Company's registered shareholders' accounts will not be accepted unless they are accompanied by a certificate issued by the Authorised Intermediary, enabling the Company to verify incontrovertibly that they are shareholders. If the shares are held through a chain of Authorised Intermediaries, a certificate must be provided by each one.

SHAREHOLDERS' RIGHTS TO INFORMATION

Pursuant to applicable law and regulations, all documents and other information which must be published in relation to the General Meeting have been posted on the Company's website and/or

are available to shareholders (preferably by appointment) at Lagardère SA's registered office, 4 rue de Presbourg, 75116 Paris, France.

Shareholders wishing to receive documentation or further information that is not already available on the Group's website should send their requests by e-mail to AG2023@lagardere.fr.

The Board of Directors
